
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CORE SCIENTIFIC, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-1243837
(I.R.S. Employer
Identification No.)

838 Walker Road, Suite 21-2105
Dover, DE 19904
(512) 402-5233
(Address of Principal Executive Offices, including Zip Code)

Core Scientific, Inc.
2024 Stock Incentive Plan
(Full title of the plan)

Adam Sullivan
President and Chief Executive Officer
Core Scientific, Inc.
838 Walker Road, Suite 21-2105
Dover, DE 19904
(Name and address of agent for service)

(512) 402-5233
(Telephone number, including area code, of agent for service)

Copies to:

Joseph P. Michaels
Sidley Austin LLP
One South Dearborn
Chicago, IL 60603
(312) 853-7000

Eric M. Winwood
Sidley Austin LLP
2021 McKinney Avenue
Suite 2000
Dallas, TX 75201
(214) 981-3300

Todd M. DuChene
Chief Legal Officer and Chief Administrative Officer
Core Scientific, Inc.
838 Walker Road, Suite 21-2105
Dover, DE 19904
(512) 402-5233

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”), in accordance with the requirements of Form S-8, to register 40,000,000 shares of common stock, par value \$0.00001 per share (“Common Stock”), of Core Scientific, Inc. (the “Company”), which may be issued pursuant to the Core Scientific, Inc. 2024 Stock Incentive Plan (the “2024 Plan”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in this Part I will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by us with the Commission are incorporated herein by reference:

- (a) our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, as filed with the Commission on March 13, 2024;
- (b) our Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2024, as filed with the Commission on May 9, 2024;

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- (c) our Current Reports on Form 8-K, as filed with the Commission on [January 17, 2024](#) (excluding Item 7.01), [January 23, 2024](#) (excluding Item 7.01 (as amended by our Current Report on Form 8-K/A filed on [January 25, 2024](#))), [April 3, 2024](#) and [May 2, 2024](#); and
 - (d) the description of our Common Stock contained in Exhibit 4.13 of our Annual Report on [Form 10-K](#) for the year ended December 31, 2021 and filed with the Commission on March 30, 2022, including any amendment or report filed for the purpose of updating such description.

All documents filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated by reference herein shall be deemed modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, in any subsequently filed supplement to this Registration Statement or any document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Todd M. DuChene, Executive Vice President, Chief Legal and Administrative Officer, Chief Compliance Officer and Secretary of the Registrant, has rendered an opinion as to the validity of the Common Stock being registered by this Registration Statement. Mr. DuChene is an employee of the Registrant and is eligible to participate in the 2024 Plan.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act.

Our charter provides for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law, and our amended and restated bylaws provide for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law.

We have entered into indemnification agreements with all of our directors and executive officers. The indemnification agreements provide that we will indemnify each of our directors, executive officers, and other key employees against any and all expenses incurred by such director, executive officer, or other key employee because of his or her status as one of our directors, executive officers, or other key employees, to the fullest extent permitted by Delaware law, our charter and our bylaws. In addition, the indemnification agreements provide that, to the fullest extent permitted by Delaware law, we will advance all expenses incurred by its directors, executive officers, and other key employees in connection with a legal proceeding involving his or her status as a director, executive officer, or key employee.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	Third Amended and Restated Certificate of Incorporation of Core Scientific, Inc., dated January 23, 2024 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K/A (File No.: 001-40046) filed with the SEC on January 25, 2024).
4.2	Second Amended and Restated Bylaws of Core Scientific, Inc., dated January 23, 2024 (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K/A (File No.: 001-40046) filed with the SEC on January 25, 2024).
4.3	Core Scientific, Inc. 2024 Stock Incentive Plan, dated as of April 26, 2024 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No.: 001-40046) filed with the SEC on May 2, 2024).
5.1	Opinion of Todd M. DuChene, Esq.
23.1	Consent of Todd M. DuChene, Esq. (contained in Exhibit 5.1).
23.2	Consent of Marcum LLP.
23.3	Consent of Ernst & Young LLP.
24.1	Powers of Attorney (included in signature page of this Registration Statement).
107	Filing Fee Table

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Table" in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas on May 21, 2024.

CORE SCIENTIFIC, INC.

By: /s/ Adam Sullivan
Adam Sullivan
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below authorizes each of Adam Sullivan, Denise Sterling and Todd DuChene to execute in the name of such person who is then an officer or director of the Company, and to sign and file any and all amendments (including post-effective amendments) to this Registration Statement and to take all such other actions in connection therewith as are necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the offering and sale of the securities that are the subject of this Registration Statement, which amendments may make such changes to such Registration Statement as such attorney may deem appropriate.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Adam Sullivan</u> Adam Sullivan	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 21, 2024
<u>/s/ Denise Sterling</u> Denise Sterling	Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	May 21, 2024
<u>/s/ Todd Becker</u> Todd Becker	Director	May 21, 2024

<u>/s/ Jeff Booth</u> Jeff Booth	Director	May 21, 2024
<u>/s/ Jordan Levy</u> Jordan Levy	Director	May 21, 2024
<u>/s/ Jarrod Patten</u> Jarrod Patten	Director	May 21, 2024
<u>/s/ Yadin Rozov</u> Yadin Rozov	Director	May 21, 2024
<u>/s/ Eric Weiss</u> Eric Weiss	Director	May 21, 2024

May 21, 2024

Core Scientific, Inc.
838 Walker Road
Suite 21-2105
Dover, Delaware 19904

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") being filed by Core Scientific, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 40,000,000 shares of common stock, \$0.00001 par value per share (the "Registered Shares"), of the Company which may be issued under the Core Scientific, Inc. 2024 Stock Incentive Plan (the "Plan").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

I have examined the Registration Statement, the Company's certificate of incorporation, the Plan and the resolutions adopted by the Board of Directors of the Company and its Compensation Committee relating to the Registration Statement and the Plan. As counsel to the Company, I have also examined originals, or copies of originals certified to my satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as I deemed necessary for the purposes of the opinion expressed herewith. I have assumed the authenticity of all documents submitted to me as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to me for examination.

Based on the foregoing, I am of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof, or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof, all in accordance with the Plan.

I render this opinion only with respect to the General Corporation Law of the State of Delaware. I express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

I hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement, and further consent to the use of my name wherever appearing in or

made a part of the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Todd M. DuChene

Todd M. DuChene
Executive Vice President, Chief Legal and Administrative
Officer, Chief Compliance Officer and Secretary

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Core Scientific, Inc. on Form S-8 of our report dated March 12, 2024, with respect to our audits of the consolidated financial statements of Core Scientific, Inc. as of December 31, 2023 and 2022 and for each of the two years in the period ended December 31, 2023, appearing in the Annual Report on Form 10-K of Core Scientific, Inc. for the year ended December 31, 2023.

/s/ Marcum LLP

Marcum LLP
Los Angeles, CA
May 20, 2024

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2024 Incentive Plan of Core Scientific, Inc. of our report dated March 31, 2022 (except for the impact of the SPAC recapitalization as described in Note 4, Merger Agreement, as to which the date is April 3, 2023) with respect to the consolidated statement of operations, comprehensive income (loss), changes in contingently redeemable convertible preferred stock and stockholder's equity, and cash flows of Core Scientific, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington

May 20, 2024

Calculation of Filing Fee Table

FORM S-8
(Form Type)Core Scientific, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(2)
Equity	Common Stock, \$0.00001 par value per share	Rules 457(c) and 457(h)	40,000,000	\$3.54	\$141,600,000	.00014760	\$20,901
Total Offering Amounts							\$20,901
Total Fee Offsets							\$—
Net Fee Due							\$20,901

(1) This Registration Statement covers 40,000,000 shares of common stock, par value \$0.00001 per share (“Common Stock”), of Core Scientific, Inc. (“Registrant”) available for issuance pursuant to awards under the Core Scientific, Inc. 2024 Stock Incentive Plan (the “Plan”). Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement also covers any additional shares of Registrant’s Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Registrant’s Common Stock, as applicable.

(2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$3.54 per share, the average of the high and low sale prices of the Registrant’s Common Stock, as quoted on The Nasdaq Global Select Market and rounded up to the nearest cent, on May 14, 2024, which date is within five business days prior to the filing of this Registration Statement.